

HORIZON PHARMA, INC.
Form 4
August 04, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ESSEX WOODLANDS HEALTH VENTURES FUND VII LP

(Last) (First) (Middle)

C/O HORIZON PHARMA, INC., 1033 SKOKIE BLVD., SUITE 355

(Street)

NORTHBROOK, IL 60062

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

HORIZON PHARMA, INC. [HZNP]

3. Date of Earliest Transaction (Month/Day/Year)

08/02/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 08/02/2011 | | C | | 1,431,467 (1) | A | U 1,431,467 D |
| Common Stock | 08/02/2011 | | C | | 179,317 (1) | A | U 1,610,784 D |
| Common Stock | 08/02/2011 | | C | | 362,366 (2) | A | \$ 9 1,973,150 D |
| Common Stock | 08/02/2011 | | P | | 330,104 | A | \$ 9 2,303,254 D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title Underlying Instrument (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|--|-----------------|--|---------------------------|---|
| | | | | | V | (A) | (D) | Date Exercisable | |
| Series A Convertible Preferred Stock | <u>(1)</u> | 08/02/2011 | | C | | 1,431,467 | <u>(3)</u> | <u>(3)</u> | Common Stock |
| Series B Convertible Preferred Stock | <u>(1)</u> | 08/02/2011 | | C | | 179,317 | <u>(3)</u> | <u>(3)</u> | Common Stock |
| Convertible Promissory Notes | \$ 9 | 08/02/2011 | | C | | \$ 3,261,306.43 | <u>(4)</u> | <u>(4)</u> | Common Stock |
| Warrant to Purchase Series A Preferred Stock | \$ 5.201 | 08/02/2011 | | C ⁽⁵⁾ | | 67,970 | <u>(6)</u> | 10/31/2015 ⁽⁶⁾ | Series A Preferred Stock |
| Warrant to Purchase Series A Preferred Stock | \$ 5.201 | 08/02/2011 | | C ⁽⁵⁾ | | 33,985 | <u>(6)</u> | 07/02/2016 ⁽⁶⁾ | Series A Preferred Stock |
| Warrant to Purchase Series A Preferred Stock | \$ 5.201 | 08/02/2011 | | C ⁽⁵⁾ | | 42,484 | <u>(6)</u> | 09/25/2016 ⁽⁶⁾ | Series A Preferred Stock |
| Warrant to Purchase Common Stock | \$ 12.35 | 08/02/2011 | | C ⁽⁵⁾ | 28,630 | | <u>(6)</u> | 10/31/2015 ⁽⁶⁾ | Common Stock |
| | \$ 12.35 | 08/02/2011 | | C ⁽⁵⁾ | 14,315 | | <u>(6)</u> | 07/02/2016 ⁽⁶⁾ | |

Warrant to
Purchase
Common
Stock

Warrant to
Purchase
Common
Stock

\$ 12.35 08/02/2011 C⁽⁵⁾ 17,895 (6) 09/25/2016⁽⁶⁾

Com
Sto

Com
Sto

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ESSEX WOODLANDS HEALTH VENTURES FUND VII LP
C/O HORIZON PHARMA, INC.
1033 SKOKIE BLVD., SUITE 355
NORTHBROOK, IL 60062

X

Signatures

/s/ Jeff Himawan, Manager, Essex Woodlands Health Ventures VII, L.L.C., the general partner of Essex Woodlands Health Ventures VII, L.P., the general partner of Essex Woodlands Health Ventures Fund VII, L.P.

08/04/2011

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Automatic conversion, in connection with the Issuer's initial public offering, of preferred stock into shares of common stock. Every 2.374 shares of preferred stock converted into one share of common stock upon the closing of the Issuer's initial public offering.
- (2) Represents shares acquired upon conversion, in connection with the Issuer's initial public offering, of convertible promissory notes.
These securities are preferred stock of the Issuer and did not have an expiration date. Prior to the Issuer's initial public offering of common stock, the securities were convertible at any time at the election of the holder. The securities automatically converted into shares of common stock upon the closing of the issuer's initial public offering of common stock.
- (3) Principal and accrued interest converted upon the Issuer's initial public offering of common stock, into shares of common stock.
- (4) Automatic conversion, in connection with the Issuer's initial public offering, of warrants to purchase Series A Preferred Stock into warrants to purchase Common Stock. The warrants converted at a rate of 2.374 shares of Series A Preferred Stock to 1 share of Common Stock.
- (5) warrants to purchase Common Stock. The warrants converted at a rate of 2.374 shares of Series A Preferred Stock to 1 share of Common Stock.
- (6) The warrants are immediately exercisable and shall terminate on the earlier of the expiration date referenced herein or the occurrence of other specified corporate transactions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.